

RECORDATION NO. 29332B

FEB 08 '11 -2 34 PM

DATE FILED: FEBRUARY 8, 2011

VIA UPS 2nd DAY AIR

February 1, 2011

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 19, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29332.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: I.C.E. Service Group, Inc.
192 Ohio River Blvd.
Suite 100
Ambridge, PA 15003

A description of the railroad equipment covered by the enclosed document is for twelve (12) gondola cars; having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(ICES004)

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ASSGN. NO.: ICES004

MEMORANDUM OF LEASE

COMMON TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of January, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and I.C.E. SERVICE GROUP, INC. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 29, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 11, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 19th day of January, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of January, 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2011
(Notary Public)



LESSEE:

I.C.E. SERVICE GROUP, INC.

ATTEST:

By: [Signature]

Name: Steve Lipicky

Title: Sr. Program Mgr.

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6 day of January, 2011
[Signature]
Notary Public

Commission Expires:

~~Robert L. Ford, District Judge~~
~~(Notary Public)~~
Magisterial District 05-3-02
My Commission Expires on the
First Monday in January 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 52 ft. mill gondolas (Car Type: E534)

CAR NUMBERS:

NDYX	316041
NDYX	323005
NDYX	316091
NDYX	316021
NDYX	323149
NDYX	323131
NDYX	323065
NDYX	323102
NDYX	323120
NDYX	323143
NDYX	323077
NDYX	323069